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former case the state acts in a sovereign capacity and prohibits the employment of aliens in any industry operated by individuals within its jurisdiction; in the latter the state takes the part of an employer saying whom he will or will not employ. The state is said to have the same right as any other employer in determining with whom it will contract. A dual capacity is exercised by the state: with reference to its citizens and their business it is a sovereign, exercising legislative power, which must be exercised within the constitutional bounds; as to its own business and activities, it is like any other corporation which employs labor, exercising directory power. It would seem that the only question in the latter case would be whether the state may engage in the activity in question. If that power is conceded, it ought to be able to execute the work in whatever manner and under whatever conditions it sees fit. To prescribe conditions under which public work is to be done, would seem to be exclusively within the discretion of the legislature and beyond the power of the courts to review, if it be conceded that the legislature may undertake the public work with reference to which it prescribes the conditions. The power of the state to make such regulations has been upheld in *Atkin v. Kansas*, 191 U. S. 207; of the federal government in *Ellis v. United States*, 206 U. S. 246. These cases would seem to be somewhat different from the cases of *Patson v. Pennsylvania*, 232 U. S. 138, 58 L. Ed. 39; *McCready v. Virginia*, 94 U. S. 391, 24 L. Ed. 248; see also *Geer v. Connecticut*, 161 U. S. 519, 40 L. Ed. 793. In the latter cases courts passed upon state statutes which prohibited non-citizens of the state from participating in the natural resources of the state, e. g. fish and game. These laws were upheld on the ground that the property in these resources was vested in the state, and the state could distribute them to whom it pleased. The giving of employment doubtless differs from the distribution of property, but the result in the principal case is consistent with sound constitutional principle.

CORPORATIONS—NOTICE OF STOCKHOLDERS' MEETINGS.—The M. company was organized under a statute which required the holding of an annual election "at such time and place as the board of directors might designate," and also the giving of personal notice to each stockholder at least fifteen days prior to the meeting. A by-law was enacted which provided for the holding of said meeting, in the office of the company, on the eighteenth of each December. For forty-two years the stockholders, without demanding or receiving any personal notice, assembled on the day so specified for the purpose of electing directors and transacting routine business. At one of these meetings, plaintiff being present, objecting to the meeting and refusing to participate, defendant was elected director. *Held*, that the defendant was usurping the office of which he claimed to be the incumbent. *People ex rel Carus v. Matthiessen*, (Ill. 1915) 109 N. E. 1056.

At common law the proceedings of a corporate meeting were entirely nugatory, unless notice of the meeting was actually given to every stock-

holder, or unless all the stockholders were present and participated in the transaction of business. *Tuttle v. Michigan Air Line R. Co.*, 35 Mich. 247; *Savings Bank v. Davis*, 8 Conn. 191; *Germer v. Triple State Mutual Gas & Oil Co.*, 60 W. Va. 143, 54 S. E. 509; ANGELL & AMES, CORPORATIONS, (2d Ed.), §391. In the absence of statutory provision, the charter or by-laws may fix the time and place at which the regular meeting shall be held, and this in itself is sufficient notice to the stockholders. *Morrill v. Little Falls Mfg. Co.*, 53 Minn. 371, 55 N. W. 547, 21 L. R. A. 173; 1 MORAWETZ, PRIVATE CORPORATIONS, §479. Where, however, charters and by-laws conflict with statutes the courts encounter difficulty. If a statute is plainly intended for the benefit and protection of the public and corporate creditors, or for the prevention of injury to stockholders, because of the holding of special meetings without their knowledge and consent, it is mandatory. *Cleveland City Forge-Iron Co. v. Taylor Bros. Iron Works Co.*, 54 Fed. 82; *United States v. McKelven*, 4 MacArthur, 162. But most of the statutes are enacted with special reference to the regular annual meeting. If such a statute requires that personal notice be given each stockholder, the presumption is that it was the legislature's aim to protect the stockholders; for it is manifest that the whole body of stockholders, duly assembled as a deliberative body, will best promote the corporate interests. Hence, the almost universal weight of authority at the present time is to the effect that the stockholders cannot, even though they all assent, alter the form of notice prescribed by the statute, under which the corporation is organized. *Westcott v. Minnesota Mining Co.*, 23 Mich. 145; *Stow v. Wyse*, 7 Conn. 214, 18 Am. Dec. 99; *Shelby R. Co. v. Louisville, C. & L. R. Co.*, 75 Ky. (12 Bush.) 62; *Wiggins v. First Freewill Baptist Church*, 49 Mass. (8 Metc.) 301; *Stevens v. Eden Meeting-House Society*, 12 Vt. 688; *In re St. Helen Mill Co.*, Fed. Cas., 12,222; *Hodgson v. Duluth, H. & D. R. Co.*, 46 Minn. 454, 49 N. W. 197; *Miller v. English*, 21 N. J. L. (1 Zab.) 317; *San Buenaventura Commercial & Mfg. Co. v. Vassault*, 50 Cal. 534; *Southern Plank Road Co. v. Hixon*, 5 Ind. 165; *Davies v. Monroe Waterworks & Light Co.*, 107 La. 145, 31 So. 694; *Charter Gas Engine Co. v. Charter*, 47 Ill. 36; *Rex v. Theodoric*, 8 East. 543; ANGELL & AMES, CORPORATIONS, §495; POTTER, CORPORATIONS, §343. For a discussion of the general nature of corporation meetings, see 10 MICH. LAW REV. 230. The court in the principal case has clearly indicated its intention of adhering to the above decisions, although it seems that the case might easily have been disposed of on the ground that the by-law in question, as it did not specify the exact hour for holding of meetings, was not sufficient notice.

COURTS—JURISDICTIONAL AMOUNT DETERMINED BY VALUE OF OBJECT TO BE GAINED.—Complainant electric company sues in the United States court to restrain the defendant, a like corporation, from maintaining its wires and poles in such proximity as to injure or endanger the property of complainant, and for general relief. It appeared that defendant had erected its poles on the same line and strung its wires for the most part immediately below those of the complainant, so as to make the maintenance and